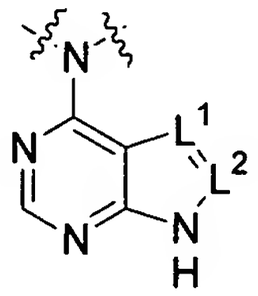
Amendment to the Claims:

Please amend claims 19-24, 26-27, 29, 32-34, 37-53, 57-59, 61, 64-65 and 71 and cancel claims 56 and 66-70. The claims and their status are shown below.

1. (Original) A compound comprising one or more phosphonates and a substructure of formula I:



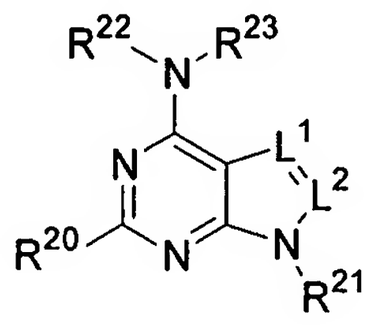
I

wherein L^1 and L^2 are -N- or -CR^a-; and

R^a is hydrogen, alkyl, substituted alkyl, aryl or substituted aryl;

or a pharmaceutically acceptable salt thereo.

2. (Original) The compound of claim 1 that comprises a substructure of the formula:



wherein:

L^1 and L^2 are independently -N-, or -CR^a-, provided that only one of L^1 or L^2 is a nitrogen atom;

R^a is hydrogen, alkyl, aryl or substituted aryl;

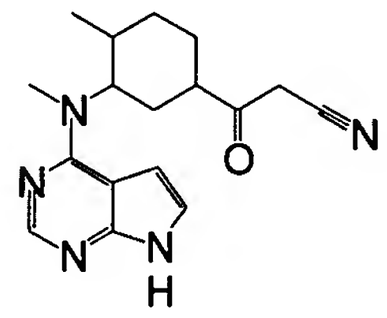
R^{20} is hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl aryl, cycloalkyl, substituted aryl, or -NR^bR^c;

R^b and R^c are independently hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, or aralkyl;

R^{21} is hydrogen, alkyl, cycloalkyl, substituted cycloalkyl, substituted alkyl, aryl, substituted aryl, aralkyl, or substituted aralkyl; and

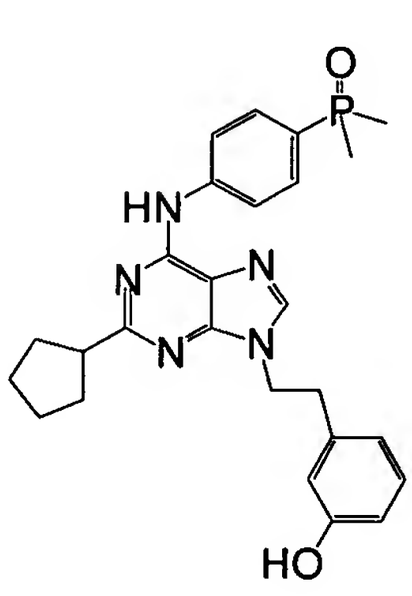
R^{22} and R^{23} are independently hydrogen, alkyl, substituted aryl, or aralkyl.

3. (Original) The compound of claim 1 that comprises a substructure of formula II:

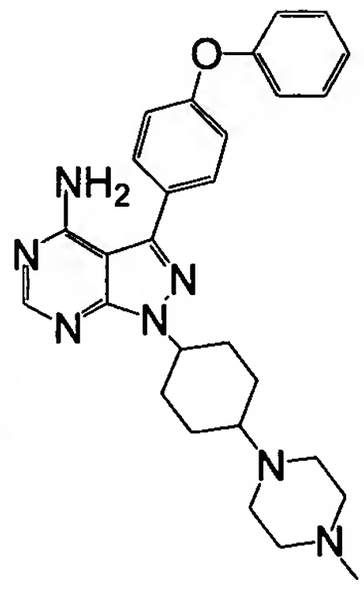


II

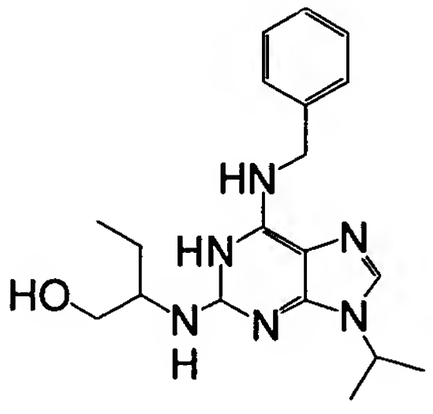
4. (Original) The compound of claim 1 that comprises a substructure of formula IIIa, IVa or Va:



IIIa

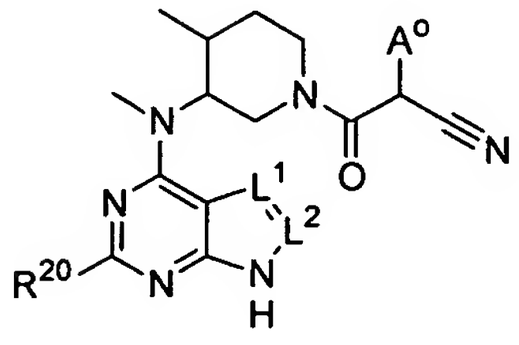


IVa

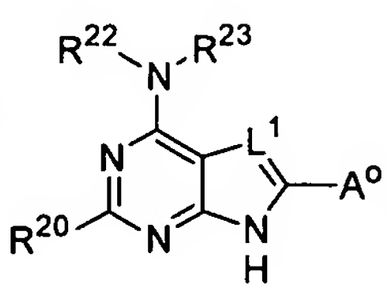


Va

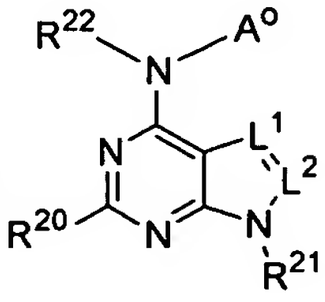
5. (Original) The compound of claim 1 having formula **1**, **2**, **3**, or **4**:



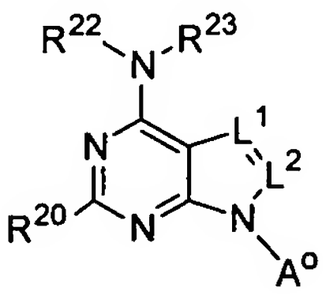
1



2



3

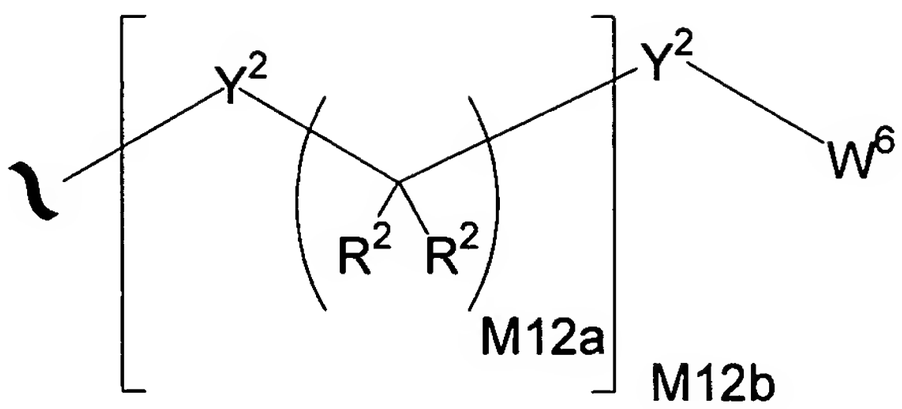


4

wherein:

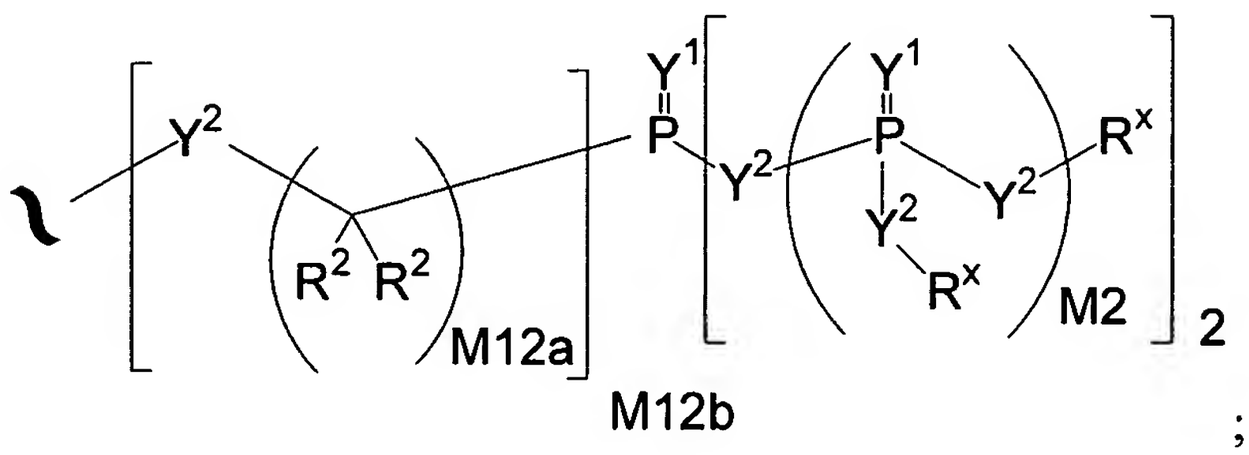
A^0 is A^1;

A^1 is:



;

A^3 is:

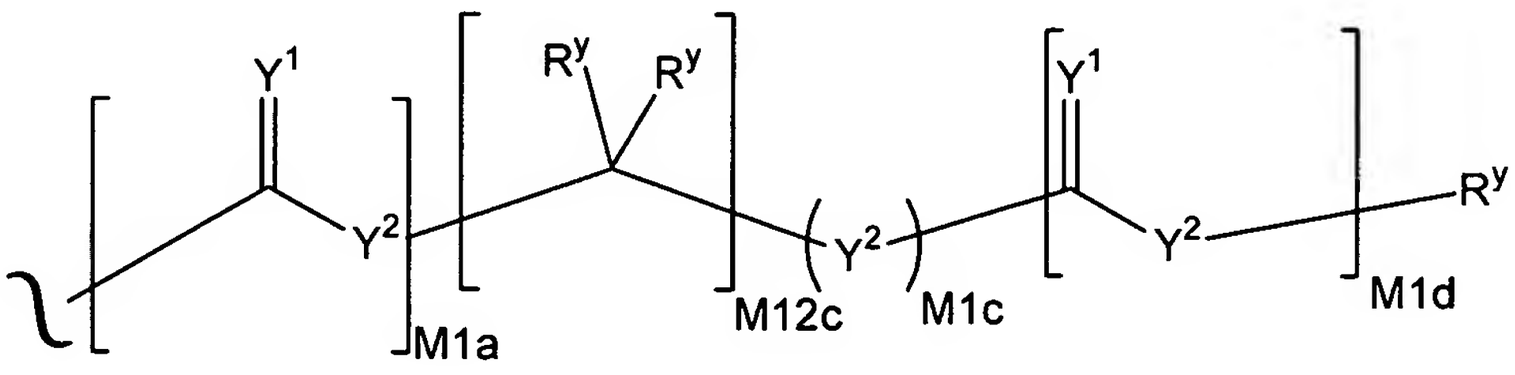


;

Y^1 is independently O, S, $N(R^x)$, $N(OR^x)$, or $N(N(R^x)(R^x))$;

Y^2 is independently a bond, O, $N(R^x)$, $N(OR^x)$, $N(N(R^x)(R^x))$, or $-S(O)_{M2}-$; and when Y^2 joins two phosphorous atoms Y^2 can also be $C(R^2)(R^2)$;

R^x is independently H, R^2, W^3, a protecting group, or the formula:



;

R^y is independently H, W^3, R^2 or a protecting group;

R^2 is independently H, R^3 or R^4 wherein each R^4 is independently substituted with 0 to 3 R^3 groups;

R^3 is R^{3a}, R^{3b}, R^{3c} or R^{3d}, provided that when R^3 is bound to a heteroatom, then R^3 is R^{3c} or R^{3d};

R^{3a} is F, Cl, Br, I, -CN, N_3 or $-NO_2$;

R^{3b} is Y^1;

R^{3c} is $-R^x$, $-N(R^x)(R^x)$, $-SR^x$, $-S(O)R^x$, $-S(O)_2R^x$, $-S(O)(OR^x)$, $-S(O)_2(OR^x)$, $-OC(Y^1)R^x$, $-OC(Y^1)OR^x$, $-OC(Y^1)(N(R^x)(R^x))$, $-SC(Y^1)R^x$, $-SC(Y^1)OR^x$, $-SC(Y^1)(N(R^x)(R^x))$, $-N(R^x)C(Y^1)R^x$, $-N(R^x)C(Y^1)OR^x$, or $-N(R^x)C(Y^1)(N(R^x)(R^x))$;

R^{3d} is $-C(Y^1)R^x$, $-C(Y^1)OR^x$ or $-C(Y^1)(N(R^x)(R^x))$;

R^4 is an alkyl of 1 to 18 carbon atoms, alkenyl of 2 to 18 carbon atoms, or alkynyl of 2 to 18 carbon atoms;

R^5 is R^4 wherein each R^4 is substituted with 0 to 3 R^3 groups;

W^3 is W^4 or W^5;

W^4 is R^5, $-C(Y^1)R^5$, $-C(Y^1)W^5$, $-SO_2R^5$, or $-SO_2W^5$;

W^5 is carbocycle or heterocycle wherein W^5 is independently substituted with 0 to 3 R^2 groups;

W^6 is W^3 independently substituted with 1, 2, or 3 A^3 groups;

M2 is 0, 1 or 2;

M12a is 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 or 12;

M12b is 0, 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 or 12;

M1a, M1c, and M1d are independently 0 or 1;

M12c is 0, 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 or 12;

L^1 and L^2 are independently -N-, or $-CR^a-$, provided that only one of L^1 or L^2 is a nitrogen atom;

R^a is hydrogen, alkyl, aryl or substituted aryl;

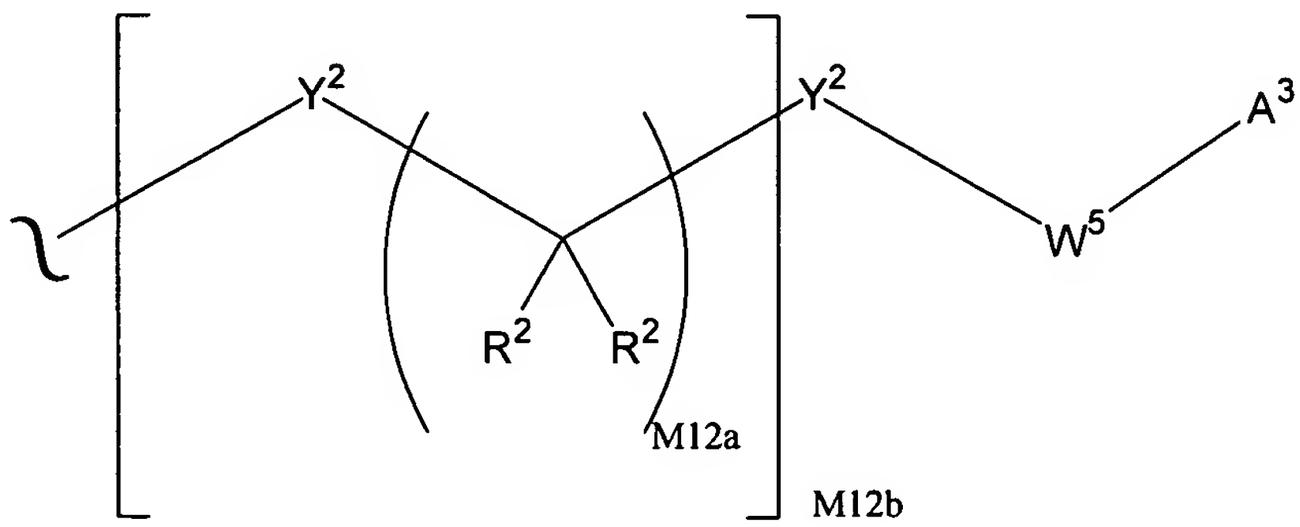
R^{20} is hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl aryl, cycloalkyl, substituted aryl, or $-NR^bR^c$;

R^b and R^c are independently hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, or aralkyl;

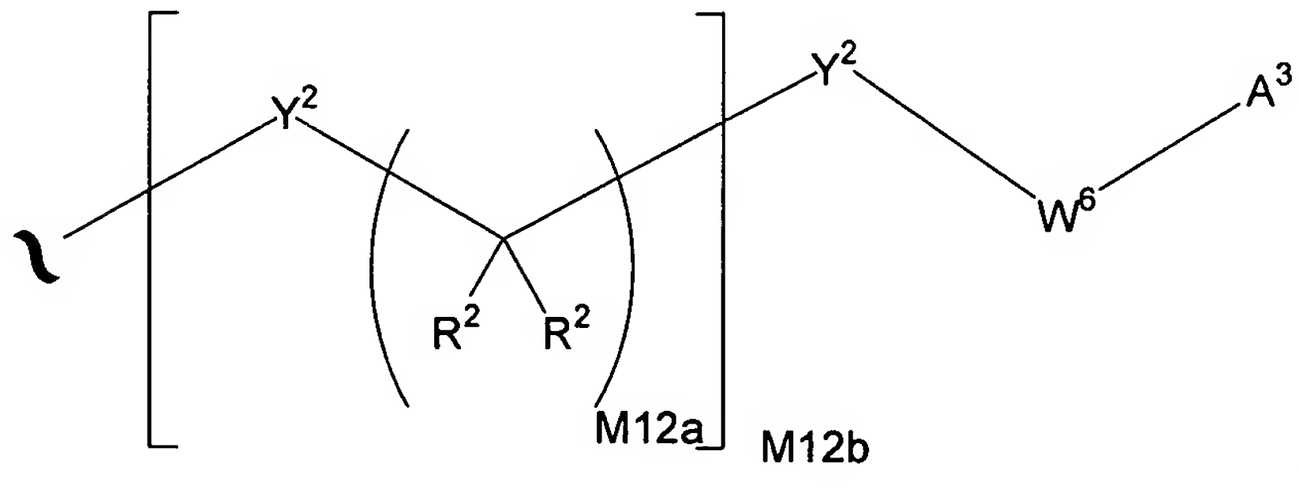
R^{21} is hydrogen, alkyl, cycloalkyl, substituted cycloalkyl, substituted alkyl, aryl, substituted aryl, aralkyl, or substituted aralkyl; and

R^{22} and R^{23} are independently hydrogen, alkyl, substituted aryl, or aralkyl.

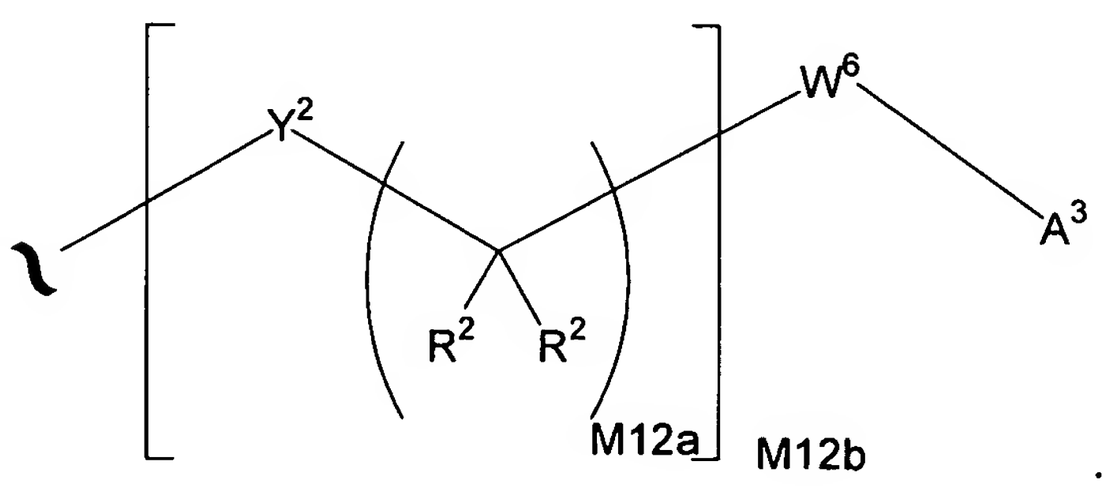
6. (Original) The compound of claim 5 wherein A^1 is of the formula:



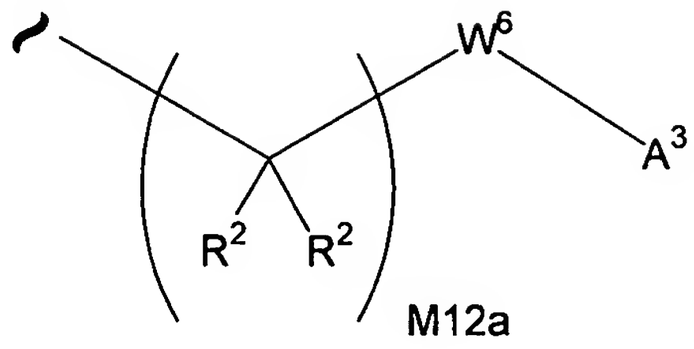
7. (Original) The compound of claim 5 wherein A^1 is of the formula:



8. (Original) The compound of claim 5 wherein A^1 is of the formula:

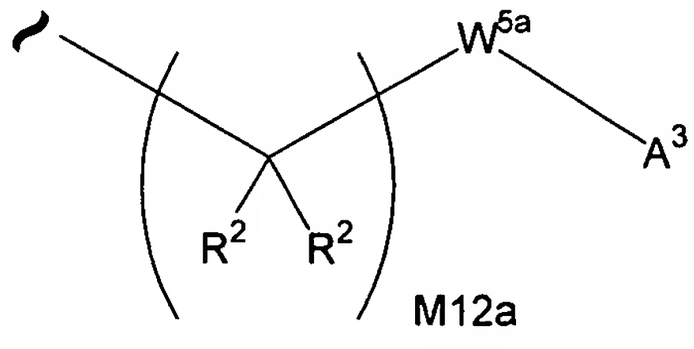


9. (Original) The compound of claim 5 wherein A^1 is of the formula:



;

10. (Original) The compound of claim 5 wherein A^1 is of the formula:

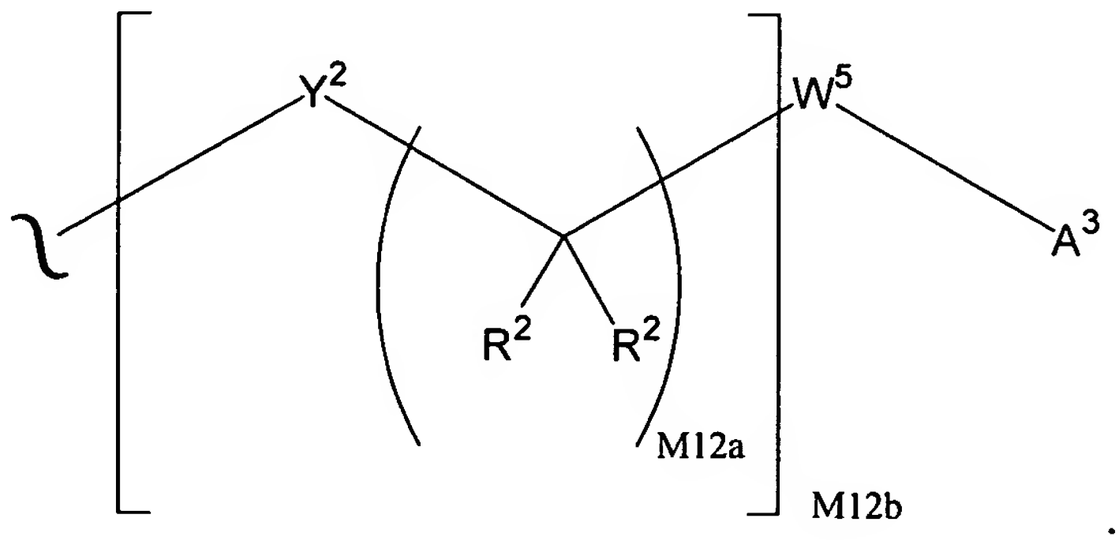


;

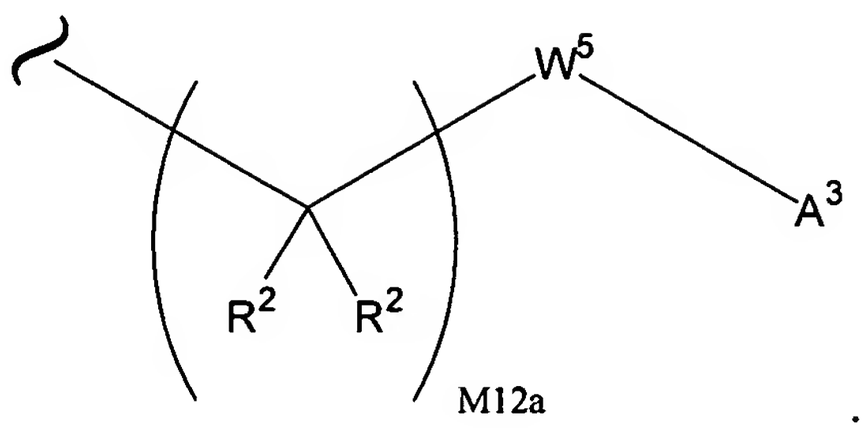
and W^{5a} is a carbocycle or a heterocycle where W^{5a} is independently substituted with 0 or 1 R^2 groups.

11. (Original) The compound of claim 5 wherein M12a is 1.

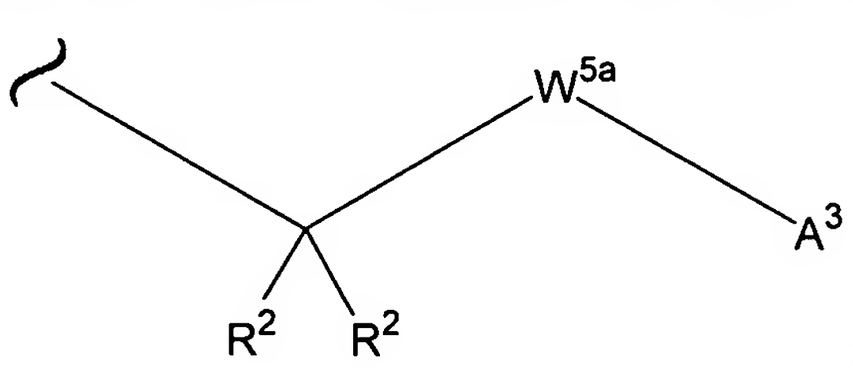
12. (Original) The compound of claim 5 wherein A^1 is of the formula:



13. (Original) The compound of claim 5 wherein A^1 is of the formula:



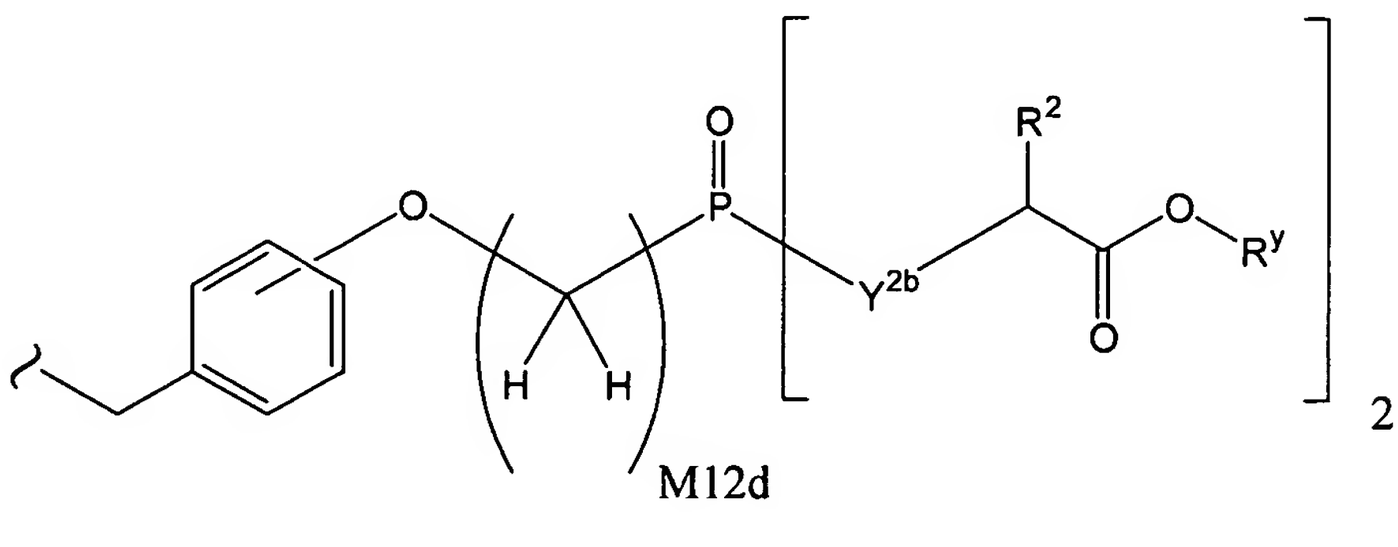
14. (Original) The compound of claim 5 wherein A^1 is of the formula:



;

W^{5a} is a carbocycle independently substituted with 0 or 1 R^2 groups;

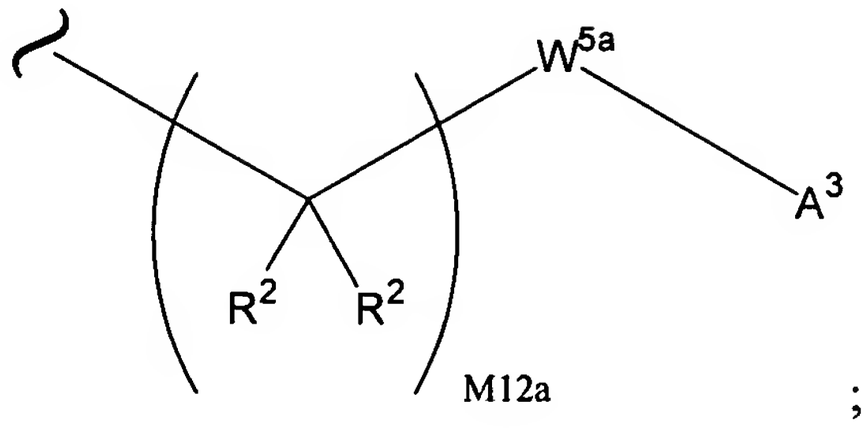
15. (Original) The compound of claim 5 wherein A^1 is of the formula:



Y^{2b} is O or $N(R^2)$; and

M12d is 1, 2, 3, 4, 5, 6, 7 or 8.

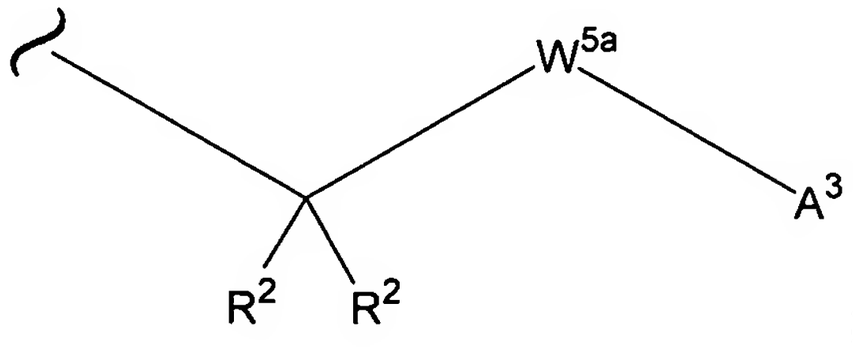
16. (Original) The compound of claim 5 wherein A^1 is of the formula:



;

W^{5a} is a carbocycle independently substituted with 0 or 1 R^2 groups;

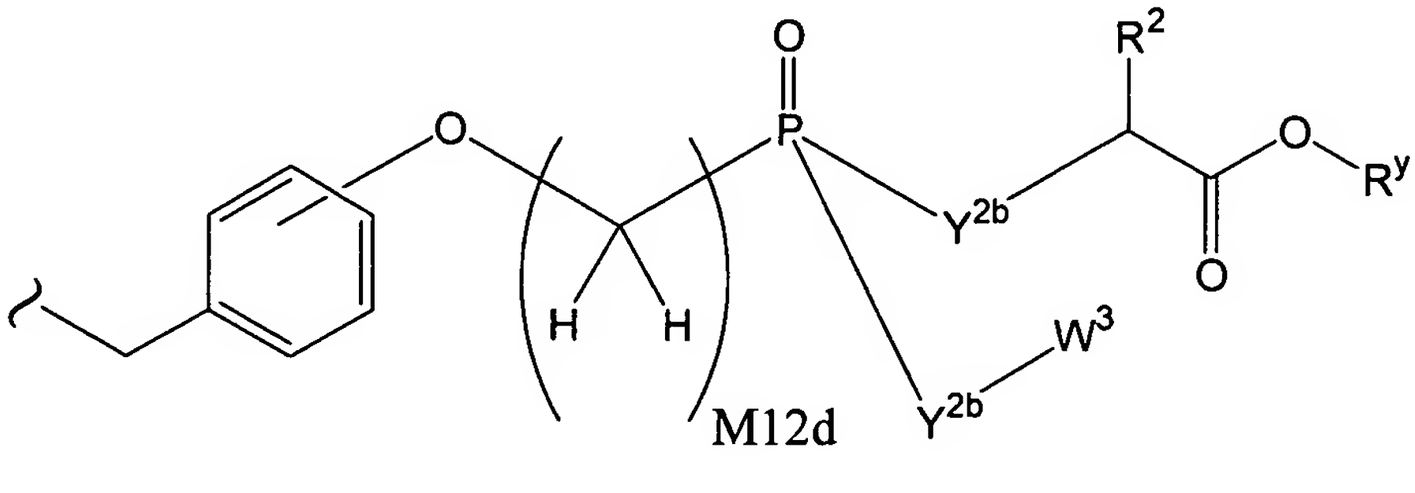
17. (Original) The compound of claim 5 wherein A^1 is of the formula:



;

W^{5a} is a carbocycle or heterocycle where W^{5a} is independently substituted with 0 or 1 R^2 groups.

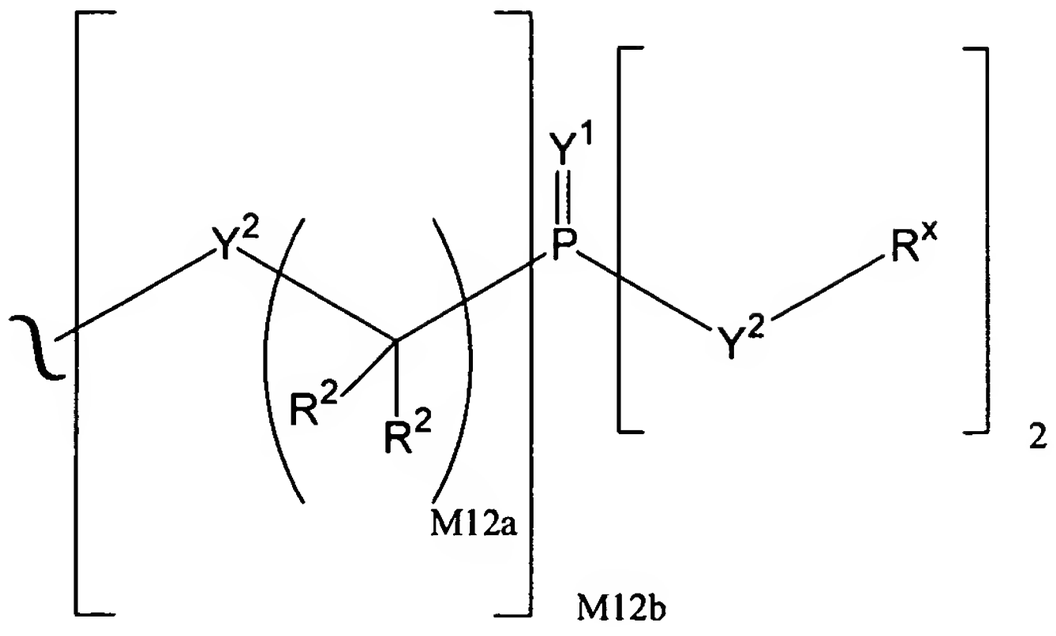
18. (Original) The compound of claim 5 wherein A^1 is of the formula:



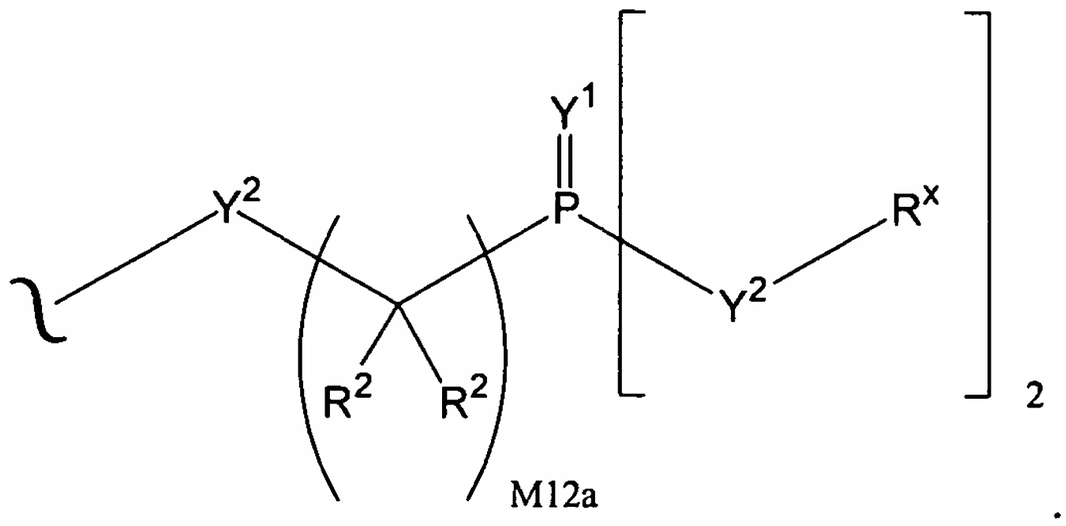
Y^{2b} is O or N(R^2); and

M12d is 1, 2, 3, 4, 5, 6, 7 or 8.

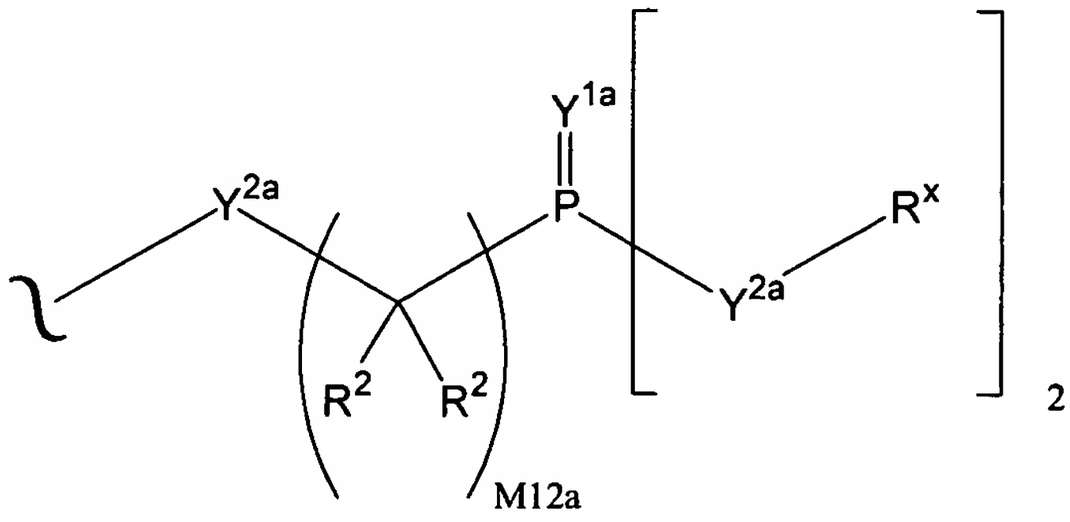
19. (Currently Amended) The compound of <u>claim 5</u> ~~any one of claims 5-18~~ wherein A^3 is of the formula:



20. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



21. (Currently Amended) The compound claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:

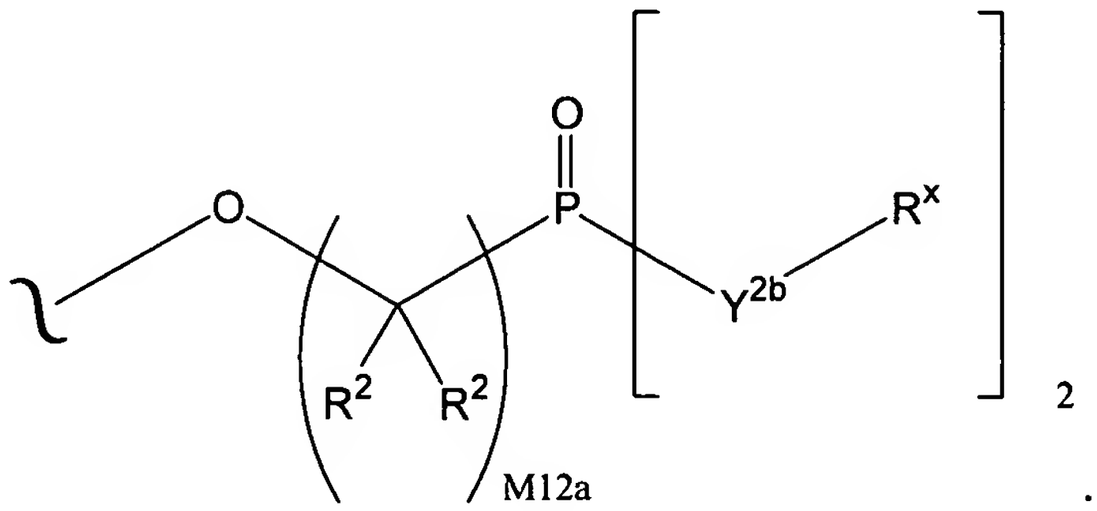


;

Y^{1a} is O or S; and

Y^{2a} is O, N(R^x) or S.

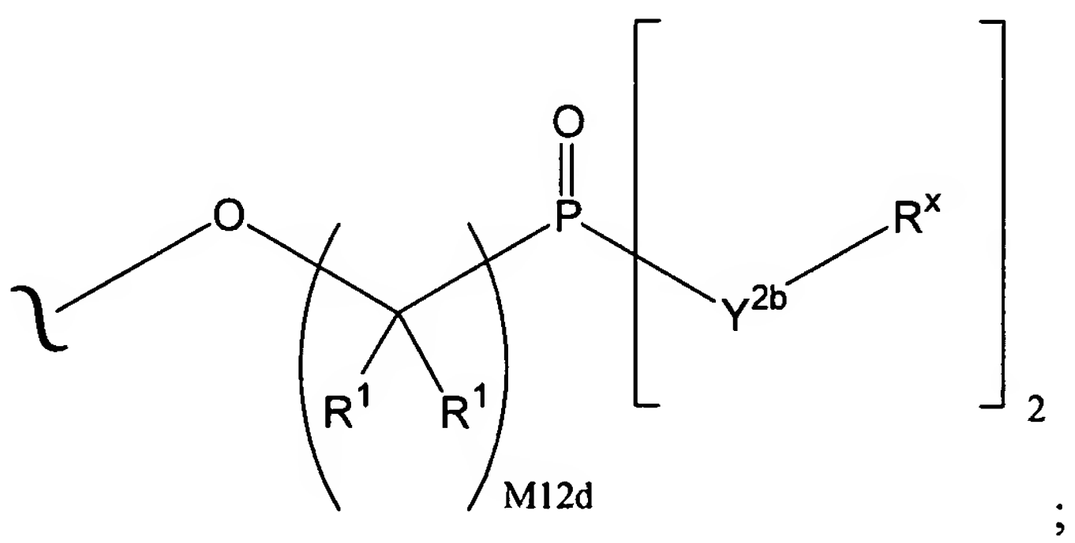
22. (Currently Amended) The compound claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



;

and Y^{2b} is O or $N(R^x)$.

23. (Currently Amended) The compound claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



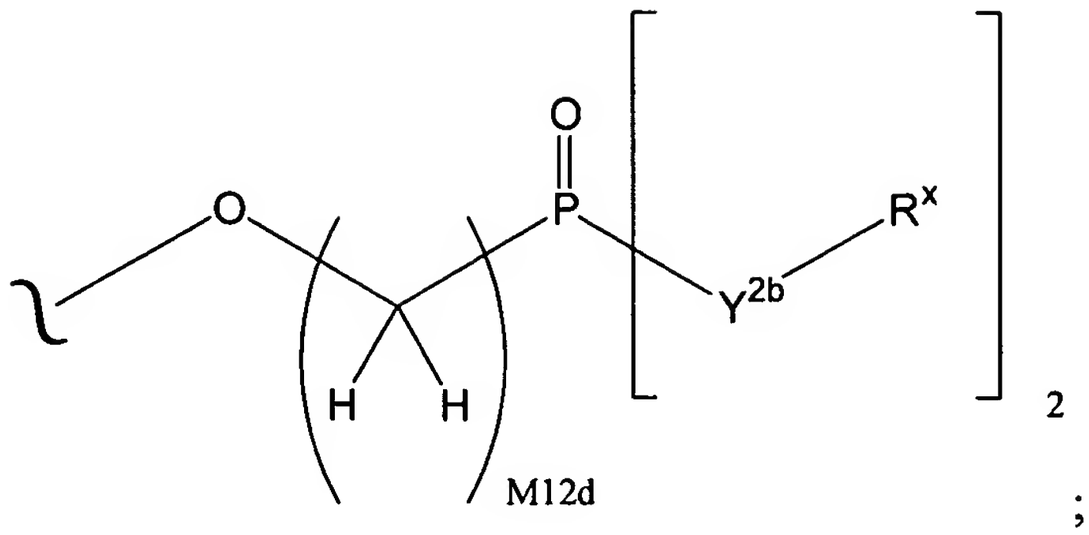
;

R^1 is independently H or alkyl of 1 to 18 carbon atoms;

Y^{2b} is O or $N(R^x)$; and

M12d is 1, 2, 3, 4, 5, 6, 7 or 8.

24. (Currently Amended) The compound claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



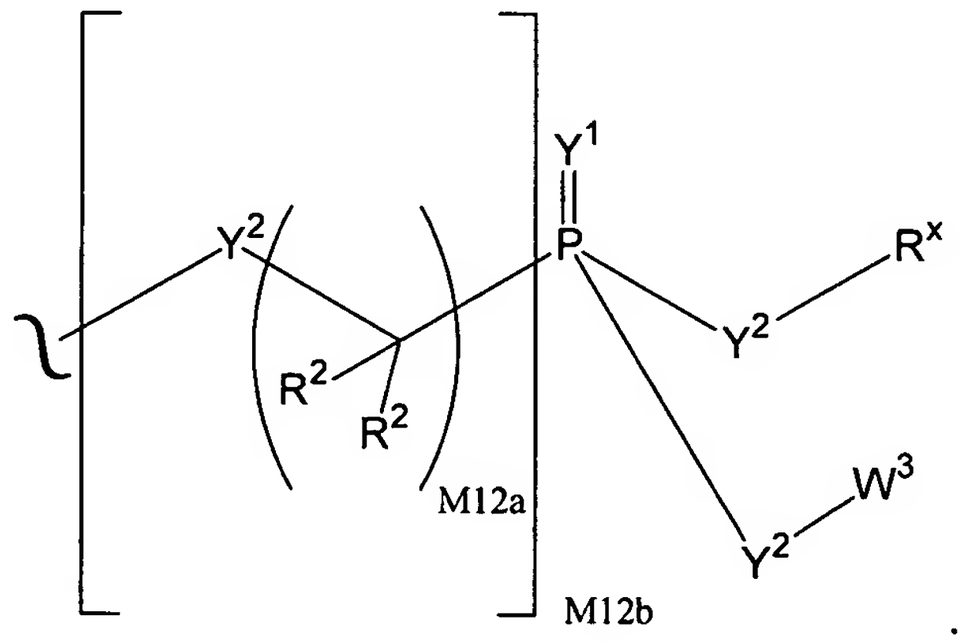
;

Y^{2b} is O or N(R^x); and

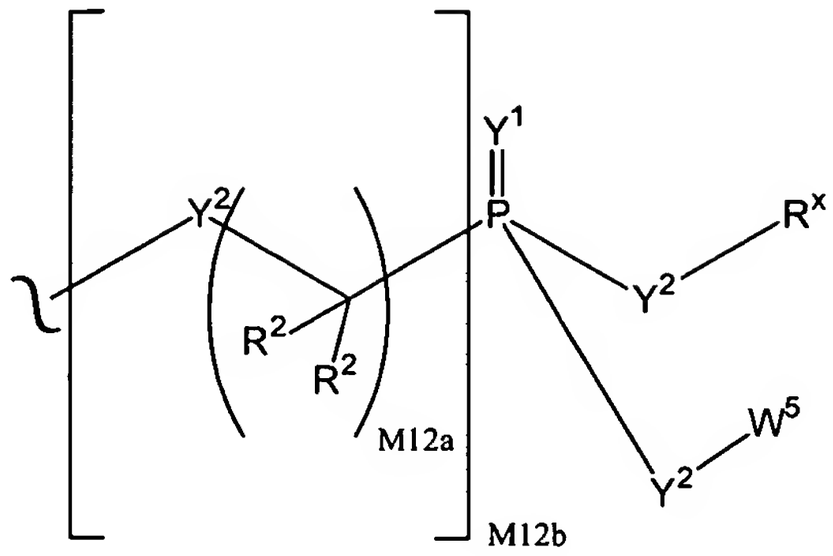
M12d is 1, 2, 3, 4, 5, 6, 7 or 8.

25. (Original) The compound of claim 24 wherein M12d is 1.

26. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:

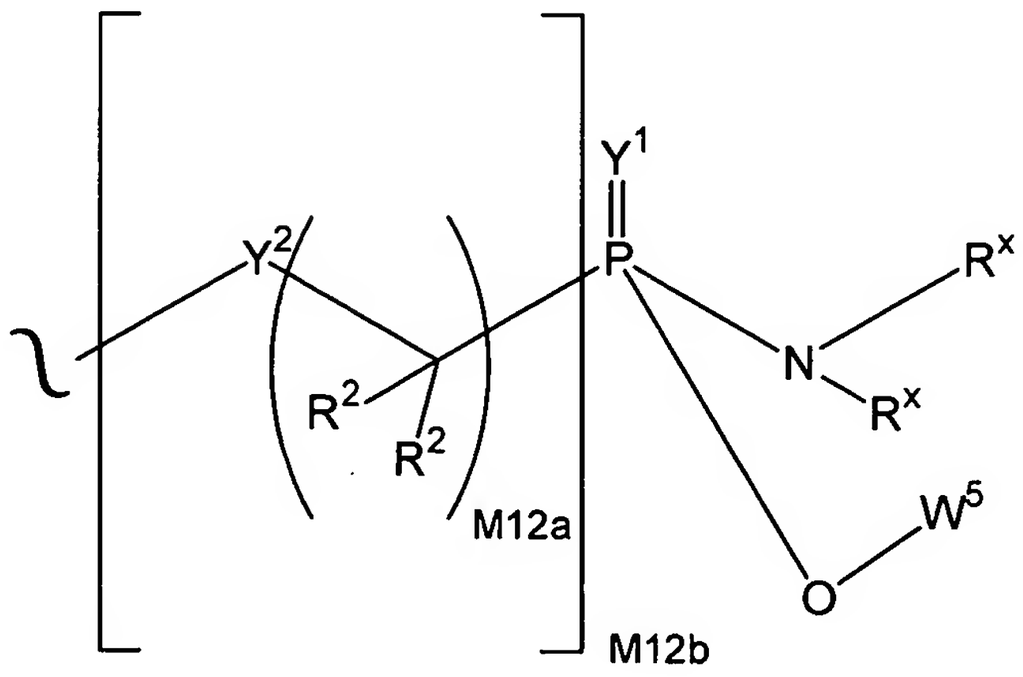


27. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



28. (Currently Amended) The compound of claim 27 wherein W^5 is a carbocycle.

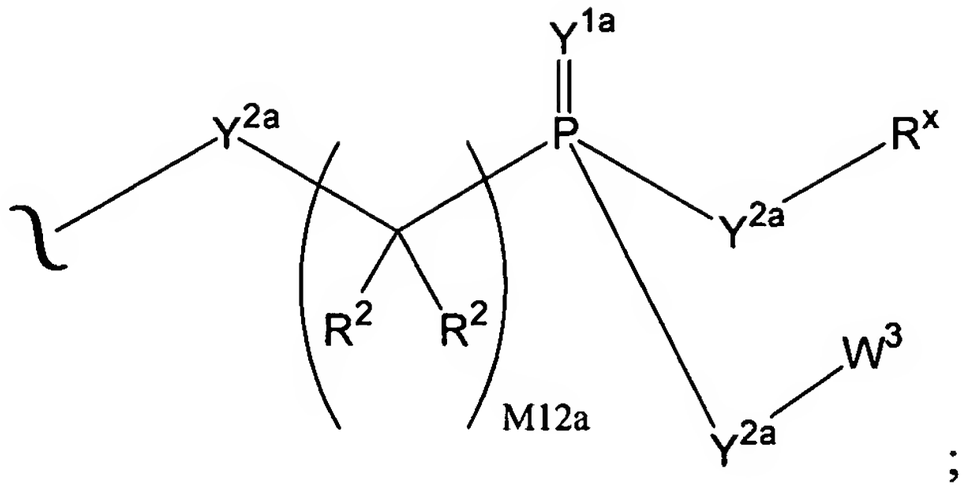
29. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



30. (Original) The compound of claim 5 ~~any one of claims 5-18~~ wherein W^5 is phenyl.

31. (Original) The compound of claim 30 wherein M12b is 1.

32. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:

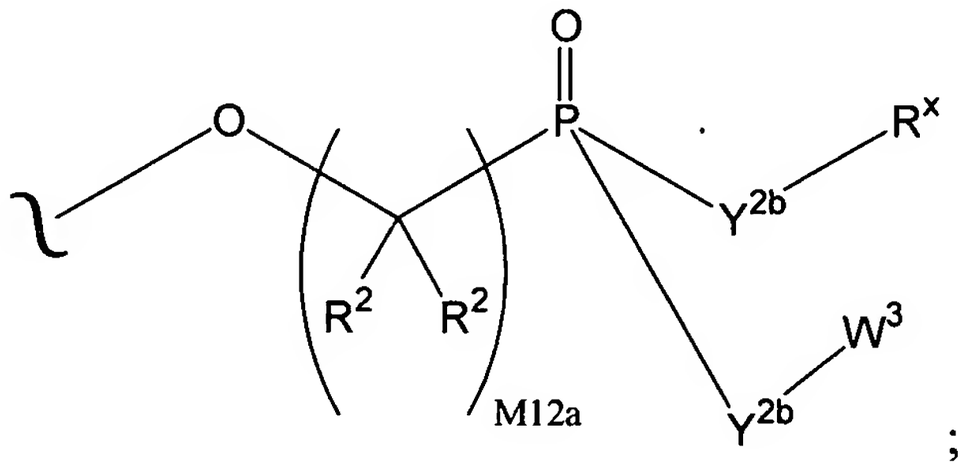


;

Y^{1a} is O or S; and

Y^{2a} is O, N(R^x) or S.

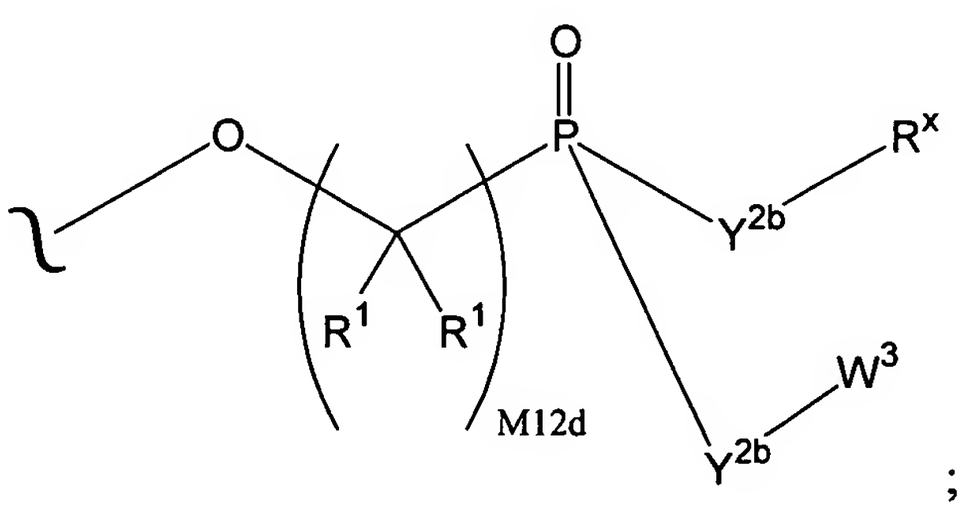
33. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



;

and Y^{2b} is O or N(R^x).

34. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



;

R^1 is independently H or alkyl of 1 to 18 carbon atoms;

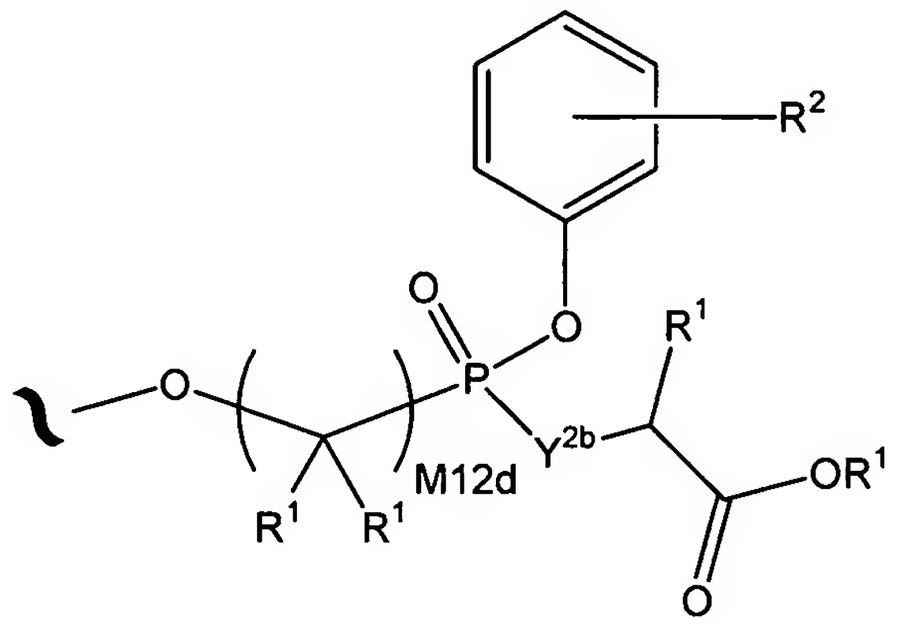
Y^{2b} is O or N(R^x); and

M12d is 1, 2, 3, 4, 5, 6, 7 or 8.

35. (Original) The compound of claim 34 wherein R^1 is H.

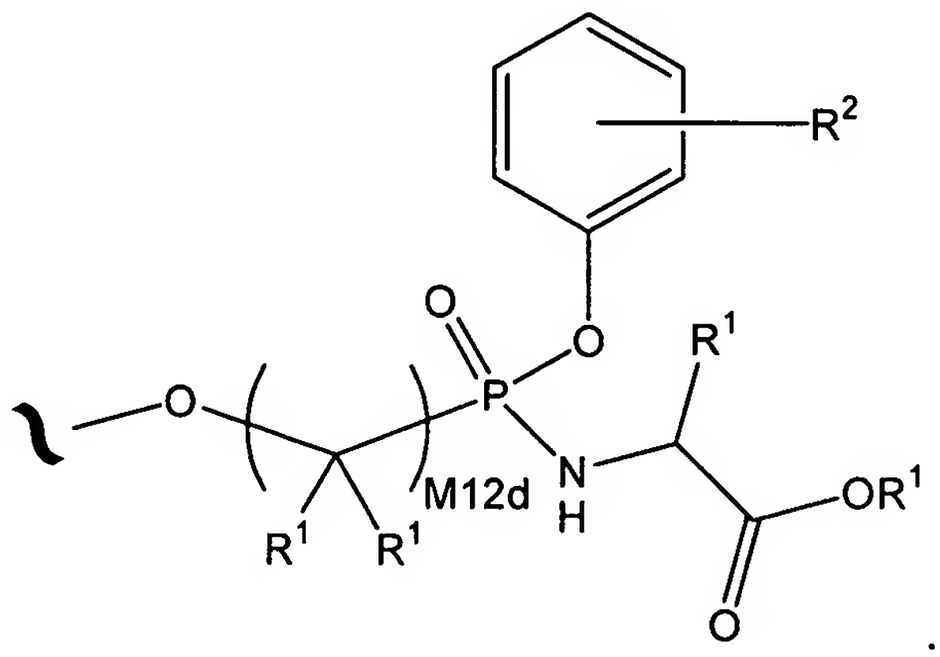
36. (Original) The compound of claim 34 wherein M12d is 1.

37. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



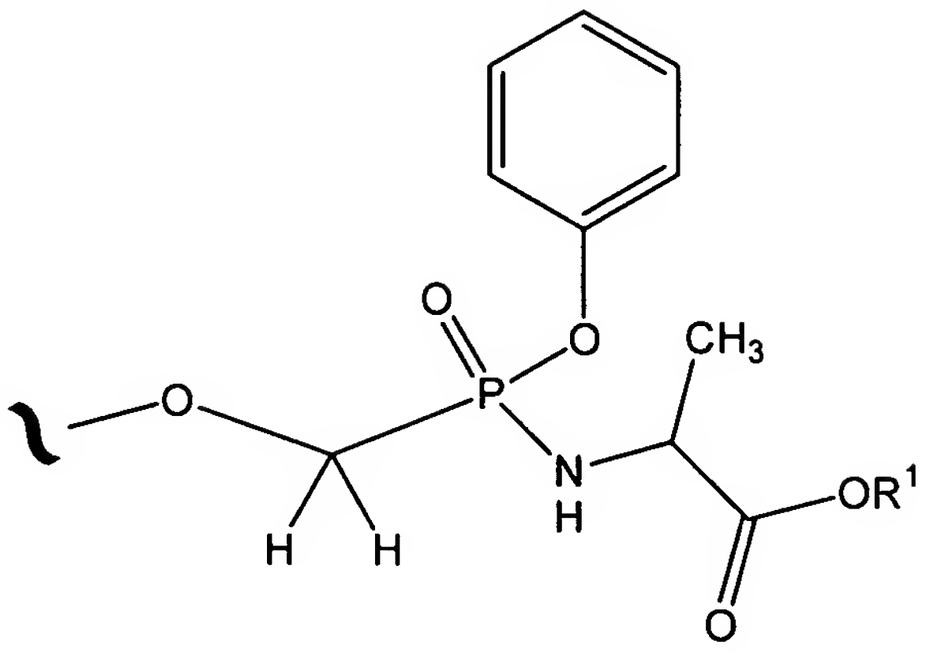
wherein the phenyl carbocycle is substituted with 0, 1, 2, or 3 R^2 groups.

38. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:

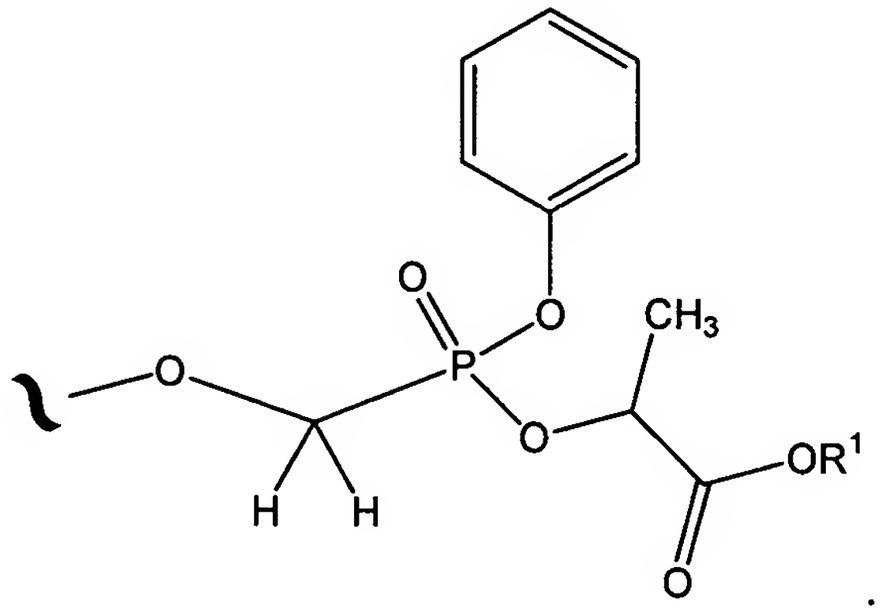


wherein R^1 is independently H or alkyl of 1 to 18 carbon atoms.

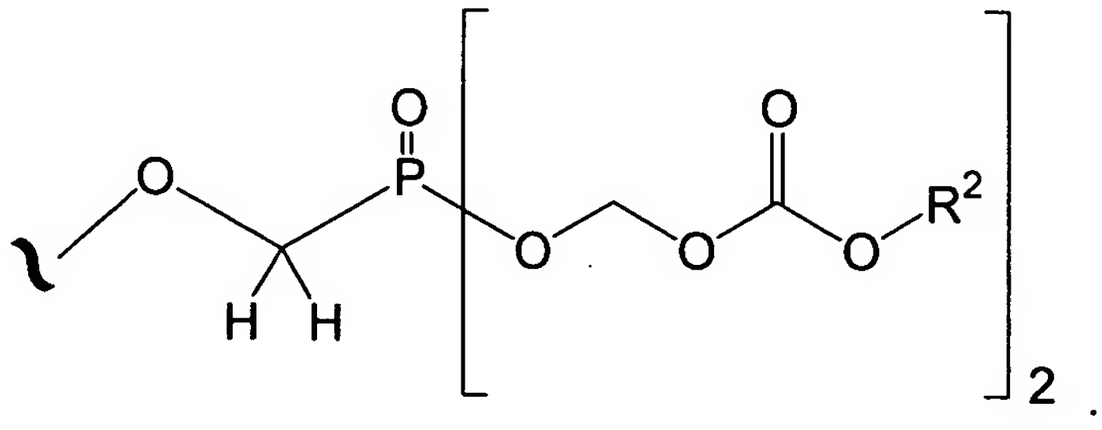
39. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



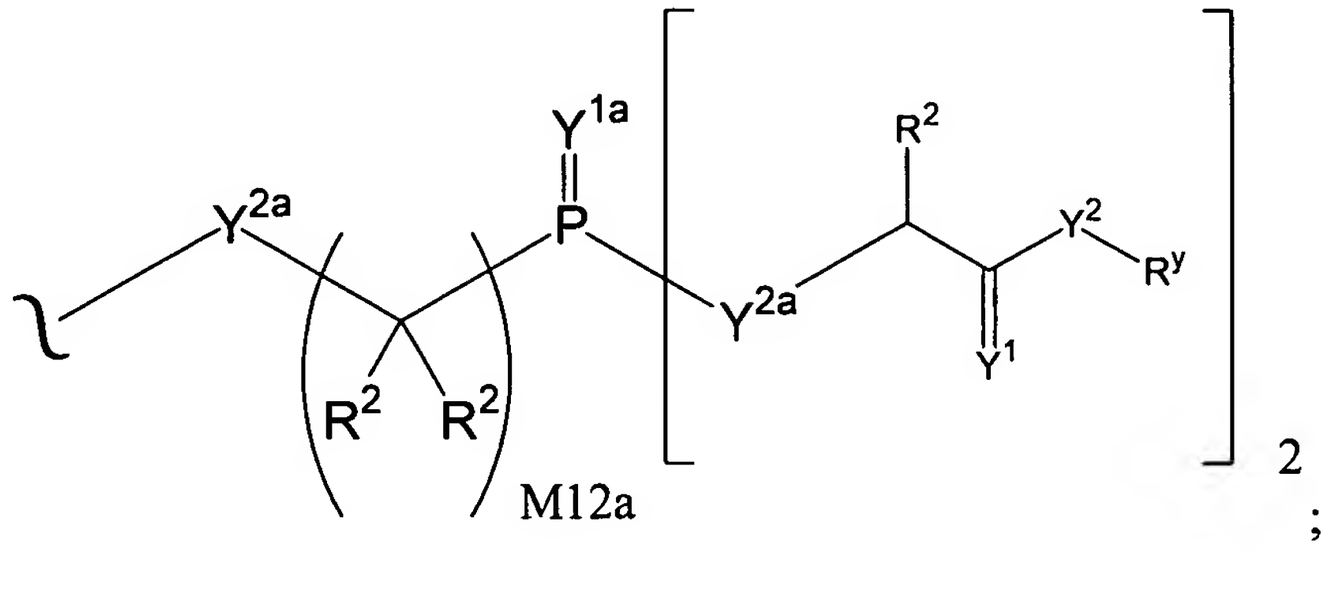
40. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



41. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



42. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:

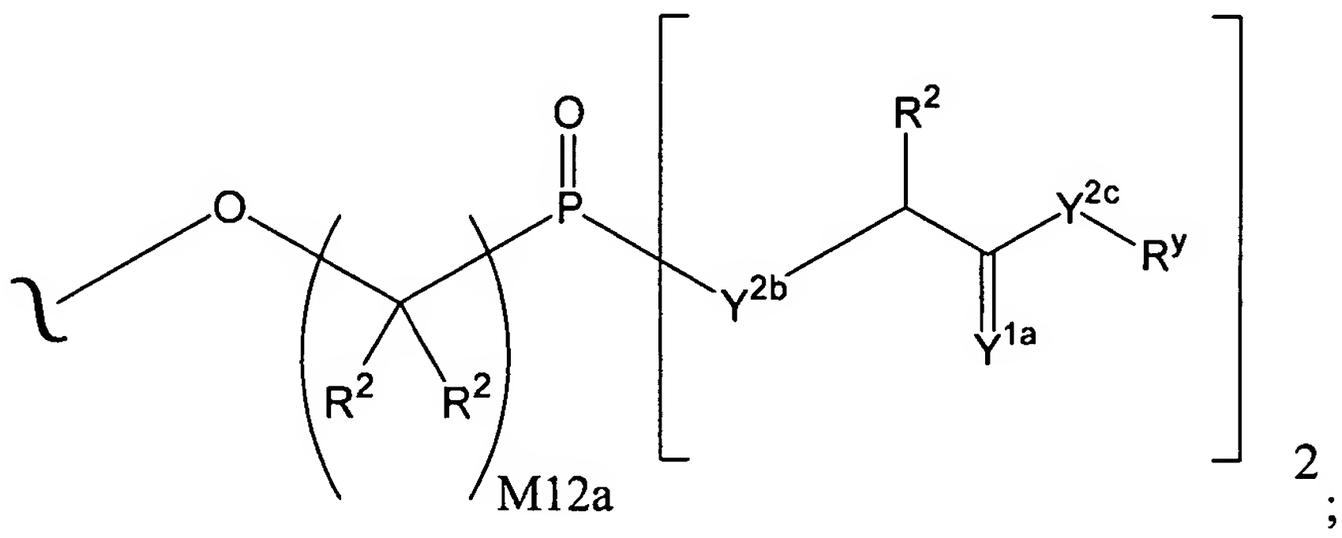


;

Y^{1a} is O or S; and

Y^{2a} is O, N(R^2) or S.

43. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



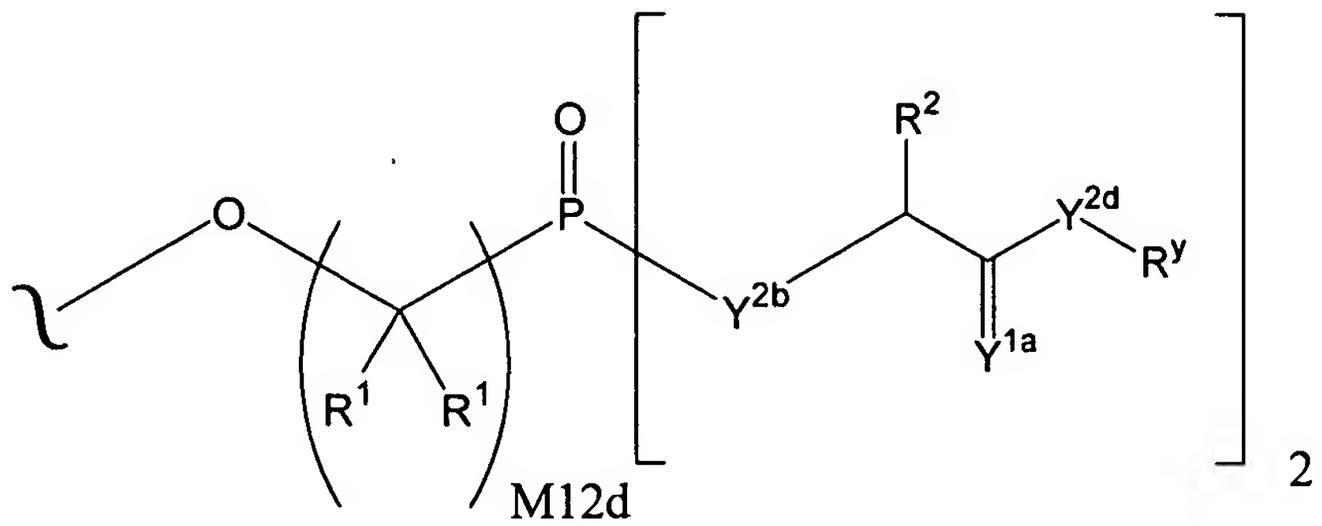
;

Y^{1a} is O or S;

Y^{2b} is O or N(R^2); and

Y^{2c} is O, N(R^y) or S.

44. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



R^1 is independently H or alkyl of 1 to 18 carbon atoms;

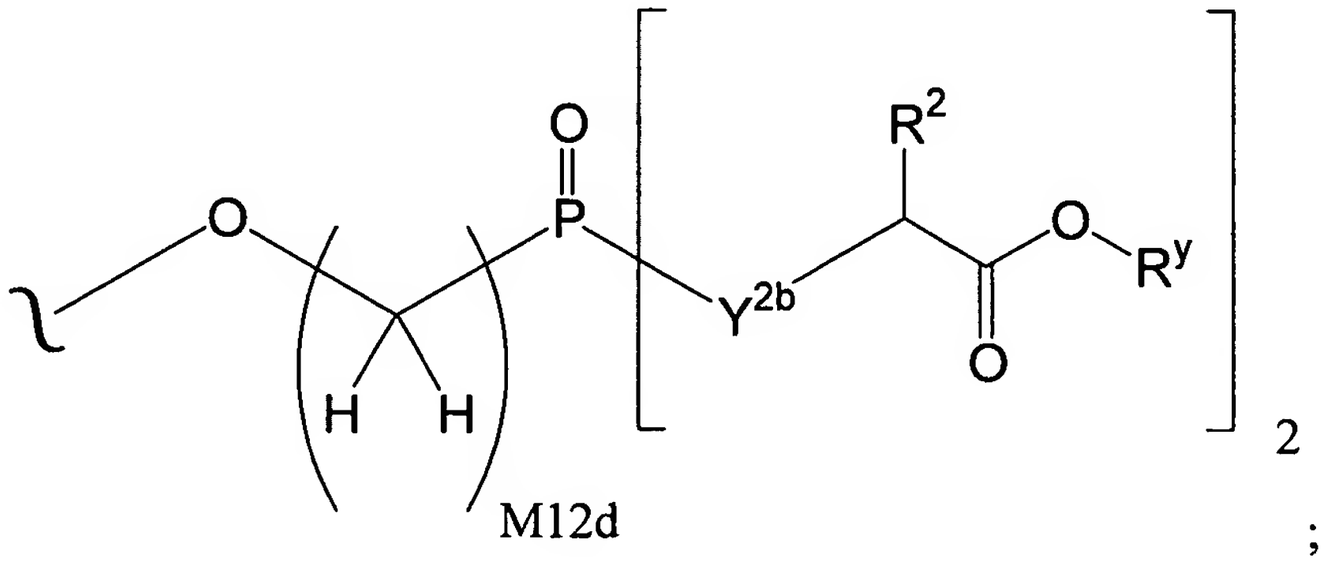
Y^{1a} is O or S;

Y^{2b} is O or $N(R^2)$;

Y^{2d} is O or $N(R^y)$; and

M12d is 1, 2, 3, 4, 5, 6, 7 or 8.

45. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:

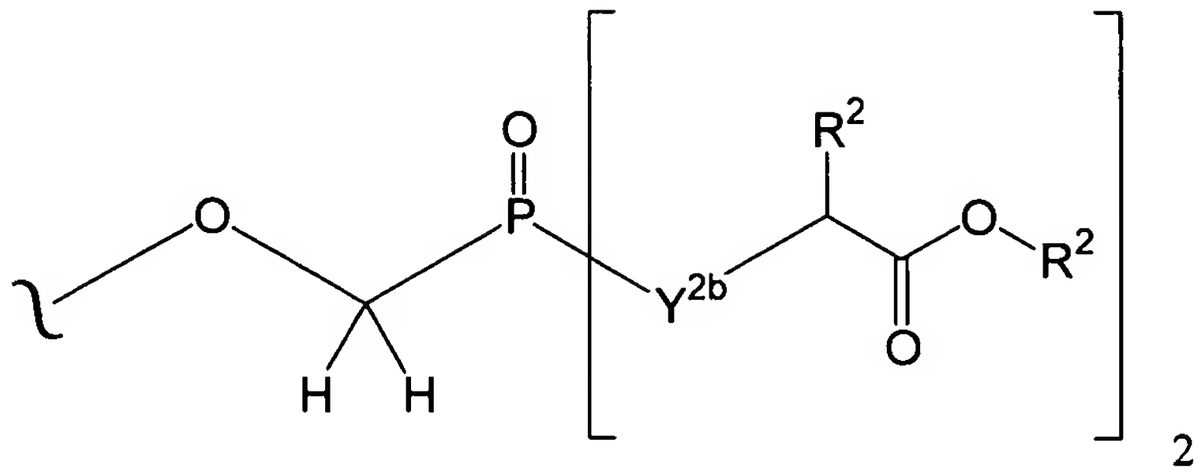


;

Y^{2b} is O or $N(R^2)$; and

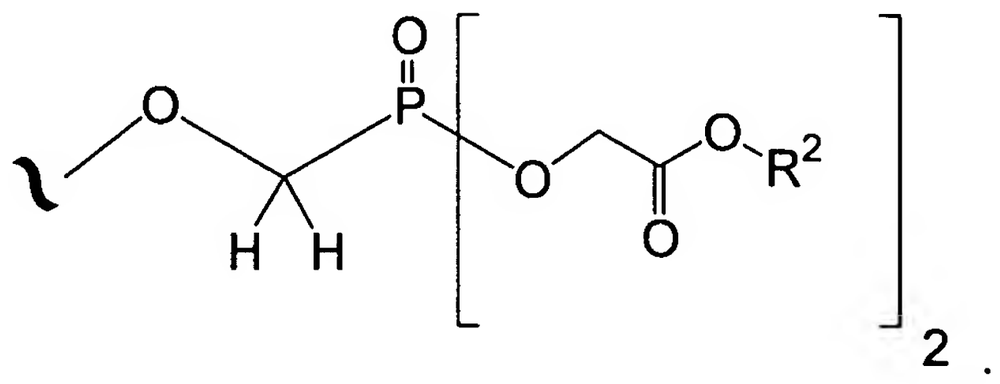
M12d is 1, 2, 3, 4, 5, 6, 7 or 8.

46. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:

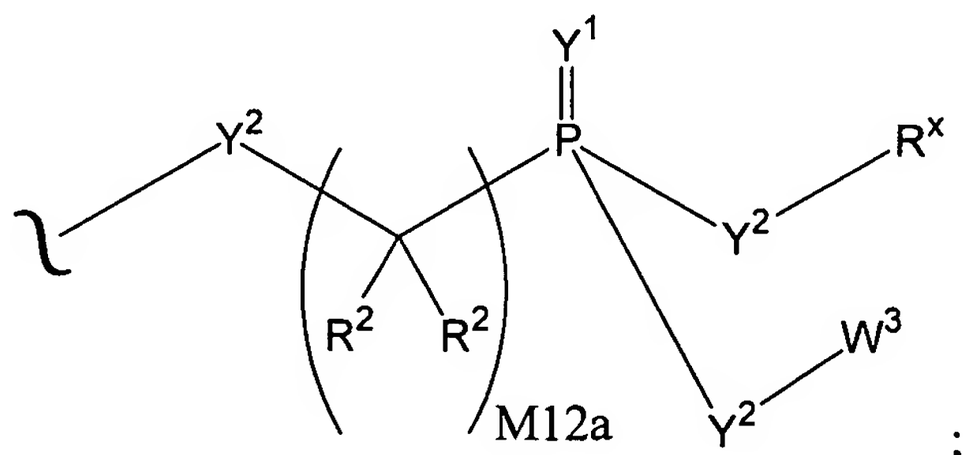


and Y^{2b} is O or $N(R^2)$.

47. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:

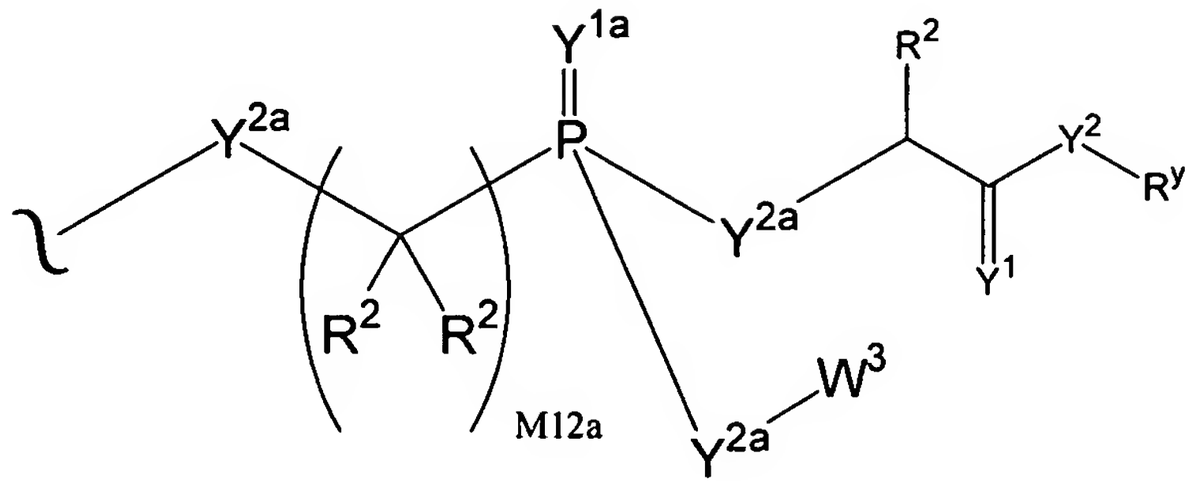


48. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



M12a

49. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:

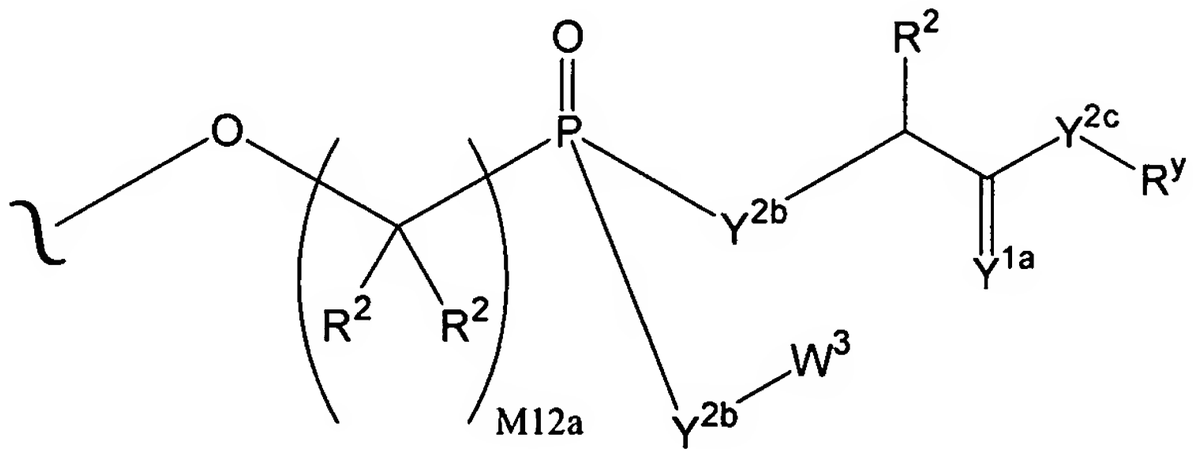


;

Y^{1a} is O or S; and

Y^{2a} is O, N(R^2) or S.

50. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



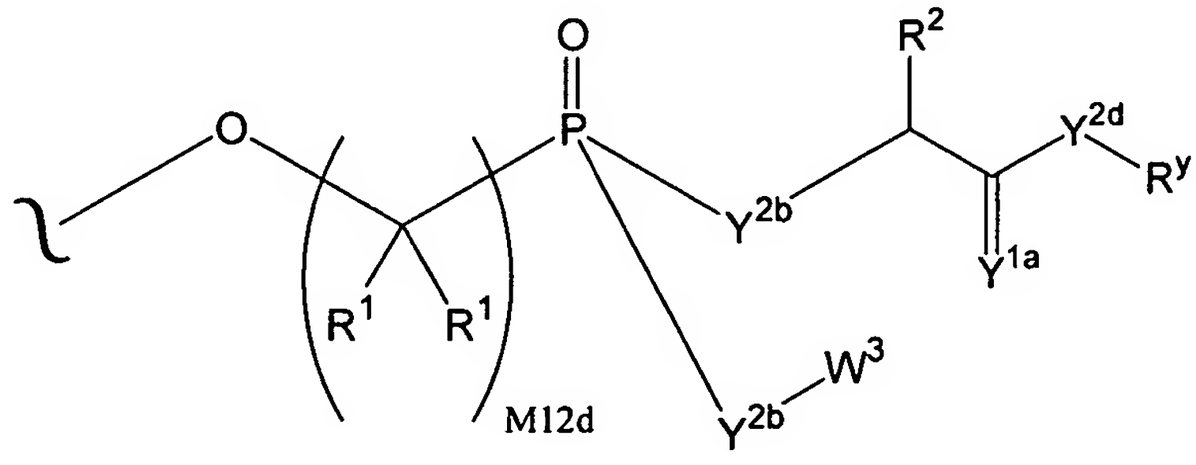
;

Y^{1a} is O or S;

Y^{2b} is O or N(R^2); and

Y^{2c} is O, N(R^y) or S.

51. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



R^1 is independently H or alkyl of 1 to 18 carbon atoms;

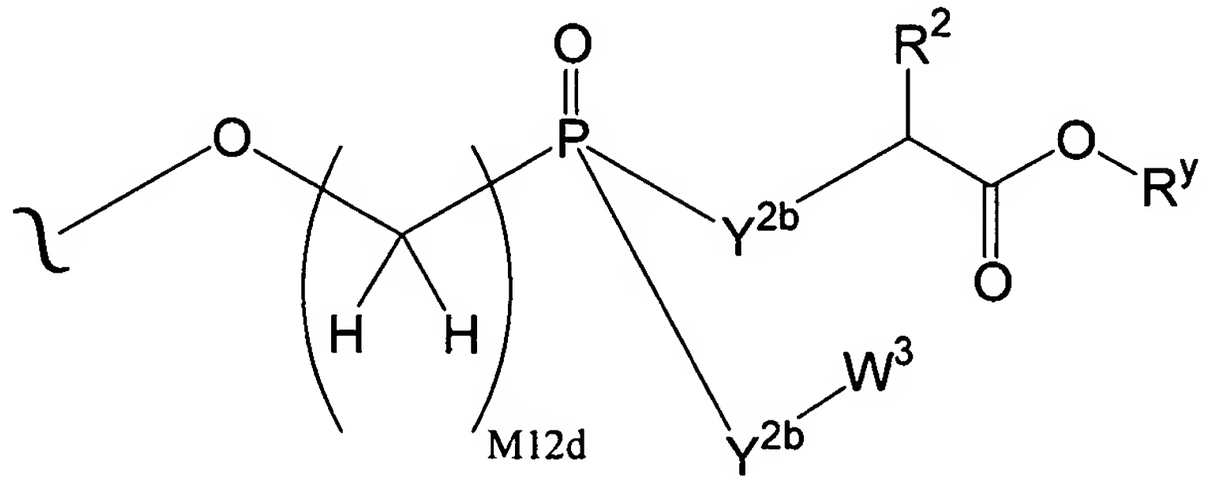
Y^{1a} is O or S;

Y^{2b} is O or N(R^2);

Y^{2d} is O or N(R^y); and

M12d is 1, 2, 3, 4, 5, 6, 7 or 8.

52. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:

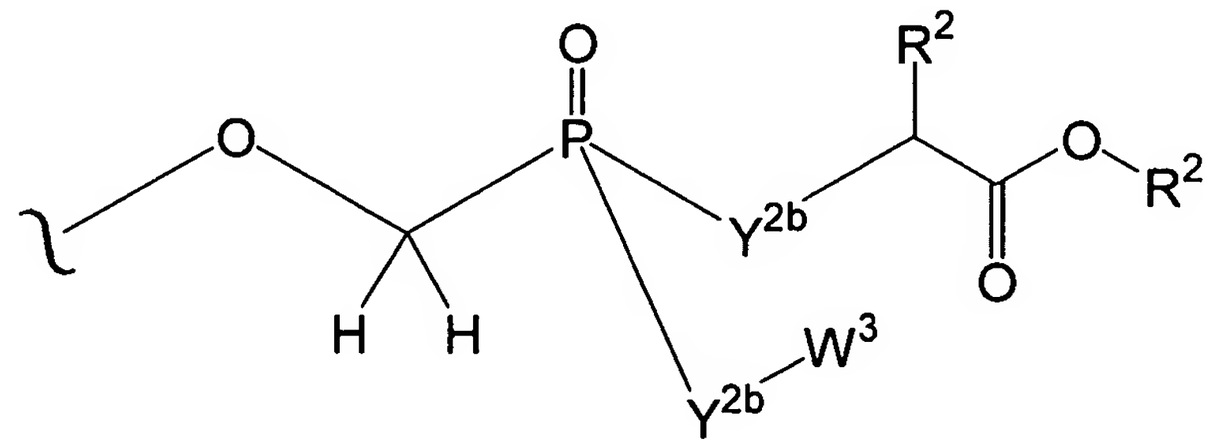


;

Y^{2b} is O or N(R^2); and

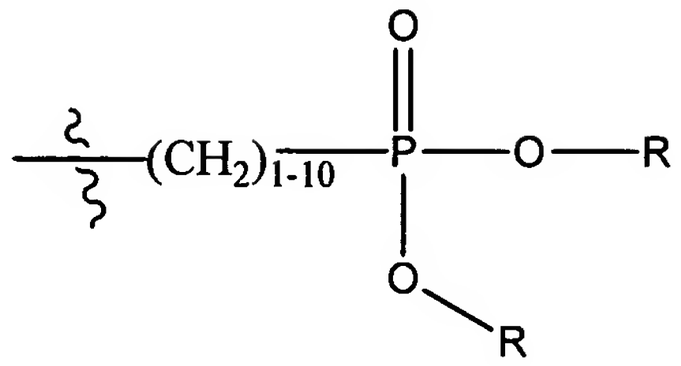
M12d is 1, 2, 3, 4, 5, 6, 7 or 8.

53. (Currently Amended) The compound of claim 5 ~~any one of claims 5-18~~ wherein A^3 is of the formula:



and Y^{2b} is O or N(R^2).

54. (Original) The compound of claim 5 wherein A^0 is of the formula:



wherein each R is independently $(C_1\text{-}C_6)$alkyl.

55. (Original) The compound of claim 2 wherein:

R^a is hydrogen, or substituted aryl;

R^{20} is hydrogen, cycloalkyl, or $-NR^bR^c$;

R^b is hydrogen, and R^c is substituted alkyl, or substituted aryl;

R^{21} is hydrogen, alkyl, substituted cycloalkyl, or substituted aralkyl;

R^{22} is hydrogen, or alkyl; and

R^{23} is hydrogen, substituted aryl, substituted cycloalkyl, or aralkyl.

56 (Canceled)

57. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound as described in claim 1 ~~any one of claims 1-55~~.

58. (Currently Amended) A unit dosage form comprising a compound as described in claim 1 ~~any one of claims 1-55~~ and a pharmaceutically acceptable excipient.

59. (Currently Amended) A method for inhibiting a kinase *in vitro* or *in vivo* comprising contacting a sample in need of such treatment with a compound as described in claim 1 ~~any one of claims 1-55~~.

60. (Original) The method of claim 59 wherein the contacting is *in vivo*.

61. (Currently Amended) A method of inhibiting a kinase in an animal, comprising administering a compound as described in claim 1 ~~any one of calims 1-55~~ to the animal.

62. (Original) The method of claim 61 wherein the compound is formulated with a pharmaceutically acceptable carrier.

63. (Original) The method of claim 62 wherein the formulation further comprises a second active ingredient.

64. (Currently Amended) The method of claim 59 ~~any one of claims 59-63~~ wherein the kinase is a serine/threonine kinase, tyrosine kinase, Bcr-Abl kinase, cyclin-dependent kinase, Flt3 tyrosine kinase, MAP Erk kinase, JAK3 kinase, VEGF receptor kinase, PDGF receptor tyrosine kinase, protein kinase C, insulin receptor tyrosine kinase, and/or an EGF receptor tyrosine kinase.

65. (Currently Amended) A method of treating cancer in an animal in need of such treatment comprising administering an effective amount of a compound as described in claim 1 ~~any of claims 1-55~~ to the animal.

66-70. (Canceled)

71. (Currently Amended) A method for preparing a pharmaceutical composition, comprising combining a pharmaceutically acceptable excipient and a compound as described in claim 1 ~~any one of claims 1-55~~.